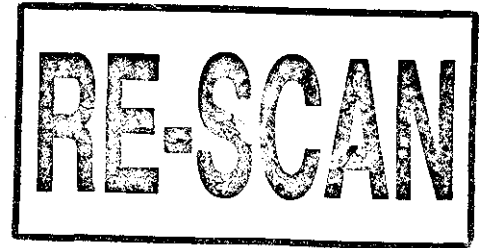


FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3543

The Registrar of Companies for England and Wales hereby certifies that

VICKERS PUBLIC LIMITED COMPANY

having by special resolution changed its name, is now incorporated
under the name of

VICKERS ENGINEERING PLC

Given at Companies House, Cardiff, the 6th July 1998



C000035435

R. C. Edwards
R. C. EDWARDS

For The Registrar Of Companies



C O M P A N I E S H O U S E

THE COMPANIES ACT 1985, AS AMENDED
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

-of-

VICKERS P.L.C.
(the "Company")

(passed 5 June 1998)

At an Extraordinary General Meeting of the Company duly convened and held on 5 June 1998, the following resolution was duly passed as a Special Resolution of the Company:

SPECIAL RESOLUTIONS

THAT upon the Scheme of Arrangement dated 12 May 1998 and made between the Company and the holders of the Scheme Shares (as therein defined) becoming effective, the name of the Company be changed to Vickers Engineering plc

.....

Secretary